

MAYER • BROWN

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**Andres G. Romay**  
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aromay@mayerbrown.com

October 20, 2010

BY EMAIL

**Counsel for Debtors**

William Wallander  
Clayton Hufft  
Beth Lloyd

**The United States Trustee**

Nancy Resnick

**Counsel for Creditor's Committee**

Richard M. Roberson  
Michael S. Hayes

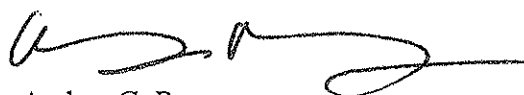
Re: In re TriDimension Energy, LP (Case No. 10-33565-SGJ)

Dear All:

Pursuant to (i) Paragraph 15 of the Court's Agreed Final Order Authorizing Use of Cash Collateral, Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on June 29, 2010 (Docket No. 184) ("DIP Order") and (ii) Paragraph 16 of the Court's Second Amended Agreed Interim Order Authorizing Use of Cash Collateral, Authorizing Credit Secured By Senior Liens, and Granting Adequate Protection To Existing Lienholders entered on October 18, 2010 (Docket No. 362) ("Additional DIP Order"), enclosed please find an invoice in the amount of \$123,102.17 from Mayer Brown LLP with respect to fees incurred in the time period from September 1, 2010 through September 30, 2010. Pursuant to the Additional DIP Order, Amegy Bank, N.A. shall self-fund \$100,000 of the Additional DIP Financing (as defined in Paragraph (b) of the Additional DIP Order) to pay a portion of the professional fees for Mayer Brown LLP. The remaining portion of Mayer Brown LLP's fees for September 2010 – being \$23,102.17 – shall be paid by the Debtors pursuant to the terms of the DIP Order and Additional DIP Order. Please have such payment made by wire transfer in accordance with the wiring instructions set forth in the attached invoice.

Please let me know if there are any questions.

Sincerely,



Andres G. Romay



**MAYER • BROWN**

October 18, 2010

Mayer Brown LLP  
230 South LaSalle Street  
Chicago, IL 60604-1404

Invoice Number: 34238826

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Amegy Bank  
2501 North Harwood, 16th Floor  
Dallas, TX 75201

Firm Tax ID No: 36-1447220

Attn: John G. Murray

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For professional services rendered for the period ended September 30, 2010

**Re: Tri-Dimension Energy**  
**Matter No: 10100468**

Fees	\$122,926.25
Disbursements	<u>175.92</u>
<b>Total Fees and Disbursements</b>	<b><u>\$123,102.17</u></b>

Reminder statements will be sent for outstanding invoices.



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Kelley, Charles S.

<u>Date</u>	<u>Timekeeper Name</u>	<u>DESCRIPTION OF LEGAL SERVICES</u>	<u>Hours</u>
09/01/10	<b>Kelley, Charles S.</b>	Review budget from Todd Perry regarding DIP increase, amounts of professional fees and related issues (0.75); email to team (0.25); conference with CMI regarding budget and their review (0.5); conference with J Huddleston re [REDACTED] (0.25); review status of sale issues (0.25); conference with Romay regarding [REDACTED] (0.5).	2.50
09/02/10	<b>Kelley, Charles S.</b>	[REDACTED] (0.5); conference with Wallander re sale process, feedback from [REDACTED] and issues on finalizing and completing PSA (0.5); conference with counsel for Vada regarding interest in mediation (0.5); conference with Amegy and CMI regarding [REDACTED] (0.75); review comments to PSA (0.5); Correspondence to banks re [REDACTED] (0.5); conference with A. Romay [REDACTED] (0.5); correspondence to client [REDACTED] (0.25).	4.00
09/02/10	<b>Romay, Andres G.</b>	Conference call with Debtors and Stephens to discuss [REDACTED] response to PSA issues list; draft memorandum to client regarding [REDACTED] review issues list and [REDACTED] response; review and analyze PSA; conference call with Michael Haynes to discuss status of case.	3.00
09/03/10	<b>Kelley, Charles S.</b>	Conference with banks regarding [REDACTED] (1.); response to Debtors' counsel (Hufft and Wallander) and various calls re issues on sale process and advancing to finality, issues on budget funding and DIP (1.75); conference with Romay regarding [REDACTED] (0.5).	3.25
09/03/10	<b>Romay, Andres G.</b>	Draft and revise memorandum to client regarding [REDACTED] review updated budget and request for DIP extension; conference call with banks and FAs to discuss [REDACTED]; call to Clay Hufft to discuss DIP request and current status of sale.	3.00
09/04/10	<b>Kelley, Charles S.</b>	Correspondence with J. Young at CMI re [REDACTED] attention to plan and order issues on acceleration of sale process and getting to completion; evaluation of sale process issues and correspondence with Debtors' counsel on adjusting bid [REDACTED] issues.	2.25
09/07/10	<b>Kelley, Charles S.</b>	Conference with Debtors' counsel re issues on sale process and [REDACTED] view/perspective; attention to issues on J. Ryan and employees; conference with CMI regarding [REDACTED]	2.25



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<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
09/07/10	<b>Romay, Andres G.</b>	Conference call with Charles Kelley regarding [REDACTED]; email correspondence regarding the same.	0.50
09/08/10	<b>Kelley, Charles S.</b>	Prepare for and attend meeting at Bayside's offices (3.5); conference with J. Huddleston re [REDACTED] (1.0); correspondence with Bayside, et al, re property issues (0.5); conference with Wallander re visit to property (0.5); attention to update on sales process (0.5); conference with client re [REDACTED] (0.5); prepare report/correspondence to bank group on [REDACTED] (0.5).	7.00
09/08/10	<b>Romay, Andres G.</b>	Analyze pleadings filed in bankruptcy case; email correspondence to Charles Kelley regarding [REDACTED]; conference call with Michael Haynes to discuss sales process and 2004 examination of Jamie Ryan; conference call with Bill Wallander regarding sales process and site visit.	1.50
09/09/10	<b>Kelley, Charles S.</b>	Travel to Louisiana to review properties, wells and tank battery, as well as barges for drilling on Catahoula Lake and return to Houston (11.5).	11.50
09/09/10	<b>Romay, Andres G.</b>	Conference call with Bill Wallander regarding status of sale process and issues arising from lender's site visit; call with Charles Kelley regarding [REDACTED]; email correspondence regarding the same.	1.25
09/10/10	<b>Kelley, Charles S.</b>	Correspondence with Debtors' counsel re our visit to property yesterday (0.5); attention to various professionals fee statements, billings and addressing funding issues (0.75); conference with Romay re [REDACTED] (0.5); attention to issues for bank call/meeting on Monday (0.5); conference with FAs regarding [REDACTED] (0.75); conference with Wallander re progress on case and instructions from lenders on how to proceed in sale process (0.75).	3.75
09/10/10	<b>Romay, Andres G.</b>	Conference call with Bill Wallander to discuss termination of Jamie Ryan, status of sales process and extension of DIP and preferential rights issues in connection with Section 363 sale; redact invoice for August time for Conway Mackenzie; conference call with Charles Kelley to discuss [REDACTED]; email correspondence regarding the same.	4.25
09/12/10	<b>Kelley, Charles S.</b>	Attention to issues and materials on offer and structure of alternative bidder; attention to evaluation of various choices for banks.	1.25



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<u>DESCRIPTION OF LEGAL SERVICES</u>		
<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
09/12/10	<b>Romay, Andres G.</b> Analyze well chart in connection with analysis of settlement parameters with the committee of unsecured creditors.	1.25
09/13/10	<b>Kelley, Charles S.</b> Attention to issues on budget and well chart (0.5); review issues and outline discussion for Committee (0.25); review sales process status and responses (0.5); review LOI from [REDACTED] and note issues for banks' consideration (0.5); outline potential options on case and points for discussion with banks (0.75); analysis of [REDACTED] (0.5).	3.00
09/13/10	<b>Romay, Andres G.</b> Research [REDACTED]; email correspondence to Charles Kelley [REDACTED]	1.25
09/14/10	<b>Kelley, Charles S.</b> Review documents and prepare for bank meeting (0.5); attend bank meeting with all banks and professionals [REDACTED] (2.5); meeting with J. Huddleston, A. Romay and various calls to Debtors and committee regarding issues and sale process (1.5); conference with Wallander re issues on budget (0.25); correspondence with debtors' counsel on issues associated with budget, sale process and decisions by banks (1.25); conference with J. Young re [REDACTED] (0.25); attention to issues to [REDACTED] (1.0).	5.75
09/14/10	<b>Romay, Andres G.</b> Meeting with lenders to discuss [REDACTED] conference call with Jeff Huddleston and Bill Wallander to discuss sales process and lender's position on DIP; email correspondence regarding the same; review and analyze well chart database.	4.50
09/15/10	<b>Kelley, Charles S.</b> Review well file (0.5); conference with A. Romay re [REDACTED] (0.25); attention to issues on leases with value on PUDS (0.5); review well allocation file from Debtors (0.5); conference with J. Young [REDACTED] (0.25); conference with Romay, Rodney and Young re response to bidders re banks' perspectives on sales process (0.5); conference with Wallander re issues and concerns of Borrowers and addressing administrative expenses (1.0); various correspondence with client re issues raised by Debtors and points to consider (0.5).	4.00
09/15/10	<b>Romay, Andres G.</b> Analyze well production levels in connection settlement discussions with the committee [REDACTED]; meet with Charles Kelley to discuss [REDACTED] draft talking points memorandum for client; review and redact invoice for Mayer Brown's August time.	4.75



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DESCRIPTION OF LEGAL SERVICES

<u>Date</u>	<u>Timekeeper Name</u>	<u>Hours</u>
09/16/10	<b>Kelley, Charles S.</b> Attention to issues on collateral for initial call with Committee; attention to mortgages and property well files; conference with A. Romay re [REDACTED]; [REDACTED]; attention to new budget per Debtors; detailed call with UCC re settlement; draft talking points to Client on [REDACTED]; Conference with H. Holmes re [REDACTED]; [REDACTED] conference with J. Murray re [REDACTED]; review APA from [REDACTED] and issues on sale process; review changes in PSA from [REDACTED]	6.50
09/16/10	<b>Romay, Andres G.</b> Draft Talking Points Memorandum for client; conference call with committee's counsel to discuss committee's analysis on encumbered versus unencumbered property; draft chart for internal purposes regarding [REDACTED]; [REDACTED] confer with Charles Kelley regarding [REDACTED]	8.50
09/17/10	<b>Kelley, Charles S.</b> Review work of [REDACTED]; conference with J. Huddleston [REDACTED]; correspondence to Mary Katherine Turner [REDACTED]; [REDACTED]; attention to Borrower wiring issues; conference with Wallander re Nichols Bros and Amegy's contact; attention to issues on budget/DIP and sale process; conference with various banks on updates; request various budget scenarios of Debtors; attention to budget variations in various scenarios.	4.25
09/17/10	<b>Romay, Andres G.</b> Conference call with Michael Haynes to discuss Committee's well chart analysis in connection with the settlement negotiations with the Committee; email correspondence to Charles regarding the same; email correspondence regarding [REDACTED]; confer with Charles Kelley [REDACTED]	3.75
09/20/10	<b>Kelley, Charles S.</b> Respond to Debtors issues on revised offers from [REDACTED] and [REDACTED]; respond to Bank inquiries [REDACTED]; respond to R. Young inquiry; conference with Wallander re same.	1.50
09/20/10	<b>Romay, Andres G.</b> Draft memorandum to Charles Kelley regarding [REDACTED]; [REDACTED] analyze well chart.	1.75
09/21/10	<b>Kelley, Charles S.</b> Conference with R. Young and B. Wallander re sale process and issues on back and forth with [REDACTED] and [REDACTED]; review correspondence from [REDACTED] re status and offer; conference with Wallander re negotiations and bank position on accepting sale; conference with D. Helfrich re [REDACTED]; call with Stephens update on sale process; bank call re [REDACTED]; [REDACTED]	4.25



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<u>DESCRIPTION OF LEGAL SERVICES</u>			
<u>Date</u>	<u>Timekeeper Name</u>		<u>Hours</u>
09/21/10	<b>Romay, Andres G.</b>	Conference call with lenders to discuss [REDACTED]; email correspondence regarding status of sales process and DIP; draft email to Vinson and Elkins regarding additional information for Well chart.	3.00
09/22/10	<b>Kelley, Charles S.</b>	Conference with Banks re [REDACTED]; evaluation of Committee view on Proposal and calculator; attention to expense items; evaluation of Peabody farmout and conference with H. Holmes re same; conference with M. Katherine re [REDACTED]; detailed and lengthy discussion with Committee on strategy and their computations.	6.25
09/22/10	<b>Romay, Andres G.</b>	Meeting with Charles Kelley to discuss [REDACTED]; conference call with the Committee to discuss status of settlement discussions, sales process and DIP; call with attorney for Vada in response to their request for a stipulation in connection with the DIP Order and Challenge Period.	7.25
09/23/10	<b>Kelley, Charles S.</b>	Attention to budget issues; address requests for issues on Peabody and AFE; negotiations with Debtor about capped fees per instructions with Lender; conference with Committee re same; communications with FA and Amegy.	2.75
09/23/10	<b>Romay, Andres G.</b>	Call with Vada's counsel regarding request for stipulation in connection with DIP order and the Challenge Period.	0.50
09/24/10	<b>Kelley, Charles S.</b>	Attention to issues on settlement with Committee; walk through computations of Lenders on liens; attention to issues; attention to issues on Debtors FAs and various conferences with Debtors and Committee's counsel and Lenders' financial advisors; ongoing communications.	4.75
09/24/10	<b>Romay, Andres G.</b>	Conference call with Vada's counsel to discuss joint stipulation in connection with Challenge Period; review proposed stipulation from Vada's counsel; email correspondence with FA's to discuss [REDACTED]; email correspondence with FTI regarding budgets; analyze well chart.	5.00
09/27/10	<b>Kelley, Charles S.</b>	Draft summary letter to banks re [REDACTED]; conference with H Holmes and M Turner [REDACTED]; respond to BMO questions [REDACTED]; ongoing discussions and dialogue with Banks re [REDACTED].	3.25
09/27/10	<b>Romay, Andres G.</b>	Email correspondence regarding extension of DIP; conference call with	1.50



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<u>DESCRIPTION OF LEGAL SERVICES</u>		
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	committee's counsel regarding the same; analyze well chart and Committee's settlement calculator.	
09/28/10	<b>Kelley, Charles S.</b> Review revised [REDACTED] LOI; conference with Wallander re DIP and approval of Budget; conference with BMO and Amegy regarding [REDACTED]; conference with all banks [REDACTED]; conference with Wallander re conclusions of Bank; conference with Committee re same; conference with FAs [REDACTED] attention to issues budgets, order, and process to continue to sale; multiple conferences with Wallander re same; participate in Stephens update call.	6.75
09/28/10	<b>Romay, Andres G.</b> Conference call with lenders regarding [REDACTED]; conference call with committee regarding settlement discussions; weekly conference call with Stephens in connection with status of sale process; review and analyze emails regarding latest offers from interested stalking horse bidders; conference call with client regarding [REDACTED], email correspondence with financial advisors [REDACTED]	7.25
09/29/10	<b>Kelley, Charles S.</b> Review Amendment to Credit Agreement; review DIP Financing Order; conference with John at Bayside; conference with client re [REDACTED]	2.25
09/29/10	<b>Propst, Tristan E.</b> Review draft Amendment to DIP facility; prepare comments to bankruptcy team.	1.75
09/29/10	<b>Romay, Andres G.</b> Review and analyze well chart; review pleadings in connection with hearing tomorrow on the Debtor's DIP Motion; review proposed order and comment on the same; email correspondence regarding meeting with creditors committee.	2.50
09/30/10	<b>Kelley, Charles S.</b> Attention to amendment to credit agreement and DIP Order; calls with Debtors counsel; meeting with T. Propst and A Romay re DIP and CC Extension; conference with various counsel re same; attention to CA with Bayside.	4.25
09/30/10	<b>Propst, Tristan E.</b> Conference regarding comments to Amendment; revise and distribute draft Amendment; review revised draft from V&E.	2.00
09/30/10	<b>Romay, Andres G.</b> Review proposed interim DIP order and amendments to the cash collateral order; meeting with Charles Kelley and Tristan Propst to discuss the same; travel to Dallas for hearing on DIP motion; confer with Bill Wallander and Clay Hufft regarding DIP motion and proposed order; attend court hearing regarding same.	10.00
<b>Total Hours</b>		<b>177.25</b>



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DISBURSEMENTS SUMMARY

<u>Disbursements</u>	<u>Amount</u>
Automated Research - Outside	1.00
Lexis	45.00
Document Reproduction	44.55
Telephone - Conference Calls	85.37
<b>Total Disbursements</b>	<b>\$175.92</b>



## REMITTANCE

Please enclose this remittance advice with your payment so  
that your account may be properly credited.

Client Name: Amegy Bank  
Matter: 10100468 Tri-Dimension Energy  
Invoice Number: 34238826  
Invoice Date: October 18, 2010

**Current Invoice Amount:** \$123,102.17  
**Previous Outstanding Balance:** 108,523.20

Invoice Number	Invoice Date	Amount Due
34220687	09/07/10	108,523.20

**TOTAL DUE AND OUTSTANDING:** \$231,625.37

**AMOUNT ENCLOSED: \$**

### MAILING ADDRESS

Mayer Brown LLP, 2027 Collection Center Dr., Chicago, Illinois 60693-0020  
OR  
Wire transfer to our account at Bank of America 231 S. LaSalle Street, Chicago, Illinois 60697  
Account Number: 87656-63350  
ABA #026-009-593  
Swift Code: BOFA US 3N (for int'l wires only)

Please indicate the invoice(s) being paid.

Accounts Receivable contact: Roberto Gonzalez (312) 701-7805  
rgonzalez@mayerbrown.com

#### **FOR BANK USE ONLY:**

Payor Code: 145333  
Apply Invoices: 34238826